

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	) Chapter 11
	)
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	) Case No. 01-01139 (JKF)
	) (Jointly Administered)
	)
Debtors.	) <b>Objection Deadline:</b> August 2, 2011, at
	) 4:00 p.m. (prevailing eastern time)
	)

**SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR COMPENSATION  
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY  
COUNSEL TO W. R. GRACE & CO., *ET AL.*, FOR THE MONTHLY INTERIM  
PERIOD FROM MAY 1, 2011, THROUGH MAY 31, 2011**

Name of Applicant:	<b><u>Kirkland &amp; Ellis LLP ("K&amp;E")</u></b>
Authorized to Provide Professional Services to:	<b><u>W. R. Grace &amp; Co., et al., Debtors and Debtors-in-Possession</u></b>
Date of Retention:	<b><u>Retention Order entered May 3, 2001, effective as of April 2, 2001</u></b>
Period for which compensation and reimbursement is sought:	<b><u>May 1, 2011, through May 31, 2011</u></b>
Amount of Compensation sought as actual, reasonable and necessary:	<b><u>\$1,131,179.50</u></b>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<b><u>\$12,694.96</u></b>

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

This is a X monthly \_\_\_ interim \_\_\_ final application.

The total time expended for the preparation of this application is approximately **35 hours**, and the corresponding estimated compensation *that will be requested in a future application* is approximately **\$10,000.00**.

This is K&E's monthly application for interim compensation of services for the interim fee period May 1, 2011 through May 31, 2011.

The following applications have been filed previously in the Chapter 11 Cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
May 29, 2001	4/2 – 4/30/01	\$626,079.00	\$32,439.84	Interim approval	Interim approval
June 29, 2001	5/1 – 5/31/01	\$567,151.00	\$77,487.86	Interim approval	Interim approval
July 31, 2001	6/1 – 6/30/01	\$560,569.50	\$45,466.13	Interim approval	Interim approval
July 31, 2001	April – June, 2001	\$1,753,799.50	\$155,393.83	\$1,753,799.50 <sup>2</sup>	\$155,393.83
August 28, 2001	7/1 – 7/31/01	\$476,582.50	\$25,312.13	Interim approval	Interim approval
September 28, 2001	8/1 – 8/31/01	\$472,334.50	\$29,022.59	Interim approval	Interim approval
October 30, 2001	9/1 – 9/30/01	\$443,617.50	\$27,147.47	Interim approval	Interim approval
November 7, 2001	July – September, 2001	\$1,392,534.50	\$81,482.19	\$1,392,534.50 <sup>2</sup>	\$81,482.19
December 11, 2001	10/1 – 10/31/01	\$493,074.00	\$27,724.54	Interim approval	Interim approval
December 29, 2001	11/1 – 11/30/01	\$524,980.00	\$29,678.21	Interim approval	Interim approval
January 31, 2002	12/1 – 12/31/01	\$405,278.50	\$27,276.95	Interim approval	Interim approval
February 7, 2002	October – December, 2001	\$1,423,332.50	\$84,679.70	\$1,419,127.00 <sup>2</sup>	\$84,679.70
March 4, 2002	1/1 – 1/31/02	\$439,056.00	\$32,279.54	Interim approval	Interim approval
March 27, 2002	2/1 – 2/28/02	\$412,304.00	\$18,475.64	Interim approval	Interim approval
May 2, 2002	3/1 – 3/31/02	\$430,342.50	\$51,759.20	Interim approval	Interim approval
June 10, 2002	January – March, 2002	\$1,281,702.50	\$102,514.38	\$1,281,702.50 <sup>3</sup>	\$101,656.38
June 10, 2002	4/1 – 4/30/02	\$410,702.50	\$25,286.05	Interim approval	Interim approval
July 2, 2002	5/1 – 5/31/02	\$335,280.50	\$25,556.83	Interim approval	Interim approval
August 8, 2002	6/1 – 6/30/02	\$243,127.00	\$16,326.36	Interim approval	Interim approval
September 3, 2002	April – June, 2002	\$989,110.00	\$67,169.24	\$981,666.50 <sup>4</sup>	\$67,169.24
September 11, 2002	7/1 – 7/31/02	\$335,129.00	\$28,504.48	Interim approval	Interim approval
October 2, 2002	8/1 – 8/31/02	\$344,619.00	\$86,047.20	Interim approval	Interim approval
October 30, 2002	9/1 – 9/30-02	\$238,876.50	\$20,882.49	Interim approval	Interim approval

<sup>2</sup> The fees and expenses requested in the April-June, 2001, July-September, 2001 and October-December, 2001, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

<sup>3</sup> The fees and expenses requested in the January-March, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 9, 2002.

<sup>4</sup> The fees and expenses requested in the April-June, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 27, 2002	July – September, 2002	\$918,624.50	\$135,434.17	\$918,624.50 <sup>5</sup>	\$134,478.90
December 6, 2002	10/1 – 10/31/02	\$207,778.00	\$7,769.74	Interim approval	Interim approval
January 13, 2003	11/1 – 11/30/02	\$122,419.00	\$4,732.30	Interim approval	Interim approval
January 30, 2003	12/1 – 12/31/02	\$129,243.50	\$6,093.80	Interim approval	Interim approval
March 4, 2003	October – December, 2002	\$459,440.50	\$18,595.84	\$459,440.50 <sup>6</sup>	\$18,467.74
March 4, 2003	1/1 – 1/31/03	\$162,033.00	\$6,383.16	Interim approval	Interim approval
April 2, 2003	2/1 – 2/28/03	\$215,511.50	\$3,784.70	Interim approval	Interim approval
April 29, 2003	3/1 – 3/31/03	\$146,603.00	\$6,713.84	Interim approval	Interim approval
May 15, 2003	January – March, 2003	\$524,147.50	\$16,881.70	\$524,045.50 <sup>7</sup>	\$16,881.70
June 3, 2003	4/1 – 4/30/03	\$135,130.00	\$2,786.42	Interim approval	Interim approval
July 11, 2003	5/1 – 5/31/03	\$109,408.00	\$6,546.04	Interim approval	Interim approval
July 31, 2003	6/1 – 6/30/03	\$115,099.00	\$1,925.86	Interim approval	Interim approval
August 27, 2003	April – June, 2003	\$359,637.00	\$11,258.32	\$357,346.00 <sup>8</sup>	\$11,183.48
September 5, 2003	7/1 – 7/31/03	\$197,495.50	\$9,235.33	Interim approval	Interim approval
October 1, 2003	8/1 – 8/31/03	\$178,910.50	\$7,009.66	Interim approval	Interim approval
November 6, 2003	9/1 – 9/30/03	\$157,200.00	\$3,817.57	Interim approval	Interim approval
November 18, 2003	July – September, 2003	\$533,606.00	\$20,062.56	\$533,606.00 <sup>9</sup>	\$20,062.56
November 26, 2003	10/1 – 10/31/03	\$251,093.50	\$7,115.96	Interim approval	Interim approval
December 29, 2003	11/1 – 11/30/03	\$187,914.00	\$4,969.88	Interim approval	Interim approval
February 2, 2004	12/1 – 12/31/03	\$317,880.00	\$8,631.60	Interim approval	Interim approval
February 25, 2004	October – December, 2003	\$756,887.50	\$20,717.44	\$756,838.00 <sup>10</sup>	\$20,717.44
March 5, 2004	1/1 – 1/31/04	\$524,446.00	\$32,428.07	Interim approval	Interim approval
April 2, 2004	2/1 – 2/29/04	\$274,589.50	\$10,852.51	Interim approval	Interim approval
May 3, 2004	3/1 – 3/31/04	\$337,945.00	\$13,159.10	Interim approval	Interim approval
May 17, 2004	January – March, 2004	\$1,136,980.50	\$56,439.68	\$1,134,755.00 <sup>11</sup>	\$56,439.68
June 1, 2004	4/1 – 4/30/04	\$280,547.50	\$10,895.93	Interim approval	Interim approval
July 1, 2004	5/1 – 5/31/04	\$213,906.00	\$9,502.49	Interim approval	Interim approval
September 2, 2004	6/1 – 6/30/04	\$430,246.50	\$15,235.72	Interim approval	Interim approval
October 6, 2004	April – June, 2004	\$924,700.00	\$35,634.14	\$918,960.50 <sup>12</sup>	\$35,557.55

<sup>5</sup> The fees and expenses requested in the July-September, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 14, 2003.

<sup>6</sup> The fees and expenses requested in the October-December, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on July 28, 2003.

<sup>7</sup> The fees and expenses requested in the January-March, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 22, 2003.

<sup>8</sup> The fees and expenses requested in the April-June, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 15, 2003.

<sup>9</sup> The fees and expenses requested in the July-September, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on April 26, 2004.

<sup>10</sup> The fees and expenses requested in the October-December, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 16, 2004.

<sup>11</sup> The fees and expenses requested in the January-March, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 27, 2004.

<sup>12</sup> The fees and expenses requested in the April-June, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on January 25, 2005.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
September 17, 2004	7/1 – 7/31/04	\$599,563.50	\$27,869.76	Interim approval	Interim approval
October 7, 2004	8/1 – 8/31/04	\$793,285.00	\$45,729.42	Interim approval	Interim approval
November 3, 2004	9/1 – 9/30/04	\$913,771.00	\$32,811.19	Interim approval	Interim approval
November 17, 2004	July – September, 2004	\$2,306,619.50	\$106,410.37	\$2,298,879.00 <sup>13</sup>	\$105,176.56
December 7, 2004	10/1 – 10/31/04	\$842,268.50	\$38,703.13	Interim approval	Interim approval
January 7, 2004	11/1 – 11/30/04	\$581,027.00	\$35,469.12	Interim approval	Interim approval
February 1, 2005	12/1 – 12/31/04	\$863,104.50	\$38,461.17	Interim approval	Interim approval
February 14, 2005	October – December, 2004	\$2,286,400.00	\$112,633.42	\$2,279,008.50 <sup>14</sup>	\$110,200.64
March 18, 2005	1/1 – 1/31/05	\$1,214,802.50	\$65,721.17	Interim approval	Interim approval
April 15, 2005	2/1 – 2/28/05	\$717,562.00	\$46,304.21	Interim approval	Interim approval
May 19, 2005	3/1 – 3/31/05	\$916,504.00	\$50,822.73	Interim approval	Interim approval
June 15, 2005	January – March, 2005	\$2,848,868.50	\$162,848.11	\$2,833,566.00 <sup>15</sup>	\$162,482.21
June 7, 2005	4/1 – 4/30/05	\$862,337.00	\$32,392.41	Interim approval	Interim approval
June 29, 2005	5/1 – 5/31/05	\$852,424.50	\$52,685.55	Interim approval	Interim approval
August 5, 2005	6/1 – 6/30/05	\$1,181,036.00	\$58,504.79	Interim approval	Interim approval
August 8, 2005	April – June, 2005	\$2,895,797.50	\$143,582.75	\$2,894,660.00 <sup>16</sup>	\$143,530.87
September 9, 2005	7/1 – 7/31/05	\$1,740,148.50	\$155,036.60	Interim approval	Interim approval
September 28, 2005	8/1 – 8/31/05	\$1,451,595.50	\$95,151.93	Interim approval	Interim approval
October 28, 2005	9/1 – 9/30/05	\$1,471,412.50	\$128,814.69	Interim approval	Interim approval
October 28, 2005	July – September, 2005	\$4,663,156.50	\$379,003.22	\$4,655,239.50 <sup>17</sup>	\$378,588.48
November 28, 2005	10/1 – 10/31/05	\$1,602,349.50	\$111,318.89	Interim approval	Interim approval
December 28, 2005	11/1 – 11/30/05	\$1,743,406.00	\$182,798.39	Interim approval	Interim approval
January 25, 2006	12/1 – 12/31/05	\$1,638,659.50	\$161,888.24	Interim approval	Interim approval
February 14, 2006	October – December, 2005	\$4,984,415.00	\$456,005.52	\$4,978,349.00 <sup>18</sup>	\$453,367.08
February 28, 2006	1/1 – 1/31/06	\$1,667,688.00	\$176,100.89	Interim approval	Interim approval
March 28, 2006	2/1 – 2/28/06	\$1,669,067.50	\$395,113.02	Interim approval	Interim approval
April 28, 2006	3/1 – 3/31/06	\$1,615,330.00	\$685,462.58	Interim approval	Interim approval
May 15, 2006	January – March, 2006	\$4,952,085.50	\$1,256,676.49	\$4,942,401.50 <sup>19</sup>	\$1,256,429.49
May 30, 2006	4/1 – 4/30/06	\$1,628,876.50	\$814,117.99	Interim approval	Interim approval
June 28, 2006	5/1 – 5/31/06	\$1,800,762.00	\$311,657.73	Interim approval	Interim approval
July 28, 2006	6/1 – 6/30/06	\$1,666,537.00	\$207,374.07	Interim approval	Interim approval

<sup>13</sup> The fees and expenses requested in the July-September, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 22, 2005.

<sup>14</sup> The fees and expenses requested in the October-December, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 29, 2005.

<sup>15</sup> The fees and expenses requested in the January-March, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 26, 2005.

<sup>16</sup> The fees and expenses requested in the April-June, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 19, 2005.

<sup>17</sup> The fees and expenses requested in the July-September, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 24, 2006.

<sup>18</sup> The fees and expenses requested in the October-December, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 16, 2006.

<sup>19</sup> The fees and expenses requested in the January-March, 2006, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 25, 2006.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
August 14, 2006	April – June, 2006	\$5,096,175.75	\$1,333,149.79	\$5,096,175.50 <sup>20</sup>	\$1,331,919.73
August 28, 2006	7/1 – 7/31/06	\$2,026,266.00	\$155,509.57	Interim approval	Interim approval
September 28, 2006	8/1 – 8/31/06	\$2,458,300.00	\$377,534.56	Interim approval	Interim approval
October 30, 2006	9/1 – 9/30/06	\$1,508,315.00	\$454,899.58	Interim approval	Interim approval
November 14, 2006	July – September, 2006	\$5,992,881.00	\$987,943.71	\$5,984,268.75 <sup>21</sup>	\$986,255.71
November 28, 2006	10/1 – 10/31/06	\$1,732,139.00	\$698,068.49	Interim approval	Interim approval
December 28, 2006	11/1 – 11/30/06	\$1,846,984.50	\$860,948.29	Interim approval	Interim approval
January 29, 2007	12/1 – 12/31/06	\$1,577,574.50	\$1,171,910.97	Interim approval	Interim approval
February 14, 2007	October – December, 2006	\$5,156,698.00	\$2,730,927.75	\$5,155,238.00 <sup>22</sup>	\$2,730,927.75
February 28, 2007	1/1 – 1/31/07	\$1,653,083.50	\$505,470.24	Interim approval	Interim approval
March 28, 2007	2/1 – 2/28/07	\$1,855,844.00	\$793,394.48	Interim approval	Interim approval
April 30, 2007	3/1 – 3/31/07	\$2,043,431.50	\$614,588.91	Interim approval	Interim approval
May 15, 2007	January – March, 2007	\$5,552,359.00	\$1,913,453.63	\$5,547,606.50 <sup>23</sup>	\$1,913,453.63
May 29, 2007	4/1 – 4/30/07	\$1,617,793.00	\$1,471,980.14	Interim approval	Interim approval
June 28, 2007	5/1 – 5/31/07	\$1,886,409.50	\$1,580,009.04	Interim approval	Interim approval
July 30, 2007	6/1 – 6/30/07	\$2,301,815.00	\$2,237,072.31	Interim approval	Interim approval
August 14, 2007	April – June, 2007	\$5,806,017.50	\$5,289,061.49	\$5,801,255.00 <sup>24</sup>	\$5,289,061.49
August 28, 2007	7/1 – 7/31/07	\$2,031,978.00	\$3,054,735.85	Interim approval	Interim approval
September 28, 2007	8/1 – 8/31/07	\$2,141,450.50	\$1,524,583.81	Interim approval	Interim approval
October 29, 2007	9/1 – 9/30/07	\$1,851,837.50	\$2,068,988.69	Interim approval	Interim approval
November 14, 2007	July – September, 2007	\$6,025,266.00	\$6,648,308.35	\$6,009,675.50 <sup>25</sup>	\$6,648,308.35
November 28, 2007	10/1 – 10/31/07	\$2,819,249.00	\$1,902,419.07	Interim approval	Interim approval
December 28, 2007	11/1 – 11/30/07	\$2,218,978.50	\$1,307,904.30	Interim approval	Interim approval
January 28, 2007	12/1 – 12/31/07	\$2,145,512.00	\$861,447.64	Interim approval	Interim approval
February 14, 2008	October – December, 2007	\$7,183,739.50	\$4,071,771.01	\$7,179,358.50 <sup>26</sup>	\$4,071,035.37
February 28, 2008	1/1 – 1/31/08	\$2,982,614.00	\$1,437,331.45	Interim approval	Interim approval
March 28, 2008	2/1 – 2/29/08	\$1,556,573.00	\$1,323,655.09	Interim approval	Interim approval
April 28, 2008	3/1 – 3/31/08	\$2,723,985.00	\$1,981,870.63	Interim approval	Interim approval
May 15, 2008	January – March, 2008	\$7,263,172.00	\$4,742,857.17	\$7,258,924.50 <sup>27</sup>	\$4,740,246.26

<sup>20</sup> The fees and expenses requested in the April-June, 2006, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 18, 2006.

<sup>21</sup> The fees and expenses requested in the July-September, 2006, interim monthly Applications were approved on an interim basis pursuant to the amended order entered by this Court on May 3, 2007.

<sup>22</sup> The fees and expenses requested in the October-December, 2006, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 20, 2007.

<sup>23</sup> The fees and expenses requested in the January-March, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 25, 2007.

<sup>24</sup> The fees and expenses requested in the April-June, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 13, 2007.

<sup>25</sup> The fees and expenses requested in the July-September, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 12, 2008.

<sup>26</sup> The fees and expenses requested in the October-December, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 23, 2008.

<sup>27</sup> The fees and expenses requested in the January-March, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 1, 2008.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
May 28, 2008	4/1 – 4/30/08	\$1,926,854.00	\$776,768.04	Interim approval	Interim approval
June 30, 2008	5/1 – 5/31/08	\$1,903,907.50	\$912,081.39	Interim approval	Interim approval
July 28, 2008	6/1 – 6/30/08	\$2,007,344.00	\$1,048,779.70	Interim approval	Interim approval
August 14, 2008	April – June, 2008	\$5,838,105.50	\$2,737,629.13	\$5,837,573.00 <sup>28</sup>	\$2,735,591.33
August 28, 2008	7/1 – 7/31/08	\$2,028,629.50	\$282,406.92	Interim approval	Interim approval
September 29, 2008	8/1 – 8/31/08	\$2,383,467.50	\$150,525.88	Interim approval	Interim approval
October 28, 2008	9/1 – 9/30/08	\$2,336,428.00	\$203,984.33	Interim approval	Interim approval
November 14, 2008	July – September, 2008	\$6,748,525.00	\$636,917.13	\$6,746,495.50 <sup>29</sup>	\$633,229.34
December 1, 2008	10/1 – 10/31/08	\$2,671,560.00	\$372,472.73	Interim approval	Interim approval
December 29, 2008	11/1/08 - 11/30/08	\$2,574,249.50	\$445,054.32	Interim approval	Interim approval
January 29, 2009	12/1/08 - 12/31/08	\$2,495,551.00	\$472,978.64	Interim approval	Interim approval
February 16, 2009	October - December 2008	\$7,741,360.50	\$1,290,505.69	\$7,724,905.50 <sup>30</sup>	\$1,289,347.54
March 12, 2009	1/1/09 - 1/31/09	\$3,260,332.50	\$609,498.37	Interim approval	Interim approval
April 2, 2009	2/1/09 - 2/28/09	\$4,249,447.50	\$1,252,380.41	Interim approval	Interim approval
May 6, 2009	3/1/09 - 3/31/09	\$3,595,406.50	\$1,103,383.42	Interim approval	Interim approval
May 15, 2009	January - March 2009	\$11,105,186.50	\$2,965,262.20	\$10,198,760.20 <sup>31</sup>	\$2,964,767.50
June 16, 2009	4/1/09 - 4/30/09	\$3,548,749.50	\$1,007,427.71	Interim approval	Interim approval
July 10, 2009	5/1/09 - 5/31/09	\$1,770,780.50	\$837,016.14	Interim approval	Interim approval
August 13, 2009	6/1/09 - 6/30/09	\$1,674,270.50	\$472,533.36	Interim approval	Interim approval
August 28, 2009	April - June 2009	\$6,993,800.50	\$2,316,977.21	\$6,594,833.00 <sup>32</sup>	\$2,315,190.63
September 14, 2009	7/1/09 - 7/31/09	\$1,750,805.00	\$342,565.22	Interim approval	Interim approval
October 9, 2009	8/1/09 - 8/31/09	\$2,348,663.50	\$252,684.42	Interim approval	Interim approval
November 16, 2009	9/1/09 - 9/30/09	\$2,309,415.15	\$571,296.46	Interim approval	Interim approval
December 9, 2009	July - September 2009	\$6,408,883.65	\$1,166,546.10	\$6,407,674.15 <sup>33</sup>	\$1,166,546.10
December 10, 2009	10/1/09 - 10/31/09	\$1,552,059.00	\$728,470.61	Interim approval	Interim approval
December 30, 2009	11/1/09 - 11/30/09	\$1,035,613.50	\$105,842.85	Interim approval	Interim approval
February 3, 2010	12/1/09 - 12/31/09	\$800,220.50	\$132,479.68	Interim approval	Interim approval
February 19, 2010	October - December 2009	\$3,387,893.00	\$966,793.14	\$3,387,163.00 <sup>34</sup>	\$959,355.64
March 3, 2010	1/1/10 1/31/10	\$878,908.50	\$102,534.19	Interim approval	Interim approval
April 2, 2010	2/1/10 - 2/28/10	\$253,214.00	\$119,943.08	Interim approval	Interim approval

<sup>28</sup> The fees and expenses requested in the April-June, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 17, 2008.

<sup>29</sup> The fees and expenses requested in the July-September, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on April 1, 2009.

<sup>30</sup> The fees and expenses requested in the October-December, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on July 7, 2009.

<sup>31</sup> The fees and expenses requested in the January-March, 2009, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 28, 2009.

<sup>32</sup> The fees and expenses requested in the April-June, 2009, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 11, 2009.

<sup>33</sup> The fees and expenses requested in the July-September, 2009, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 19, 2010.

<sup>34</sup> The fees and expenses requested in the October-December, 2009, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 7, 2010.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
May 4, 2010 <sup>35</sup>	3/1/10 - 3/31/10	\$371,105.00	\$7,473.01	Interim approval	Interim approval
June 2, 2010	4/1/10 - 4/30/10	\$415,367.50	\$357,591.89	Interim approval	Interim approval
June 23, 2010	January - March 2010	\$1,503,227.50	\$229,950.28	\$1,503,227.50 <sup>36</sup>	\$228,637.78
July 2, 2010	5/1/10 - 5/31/10	\$283,692.50	\$6,798.23	Interim approval	Interim approval
August 2, 2010	6/1/10 - 6/30/10	\$280,979.50	\$36,890.87	Interim approval	Interim approval
August 31, 2010	7/1/10 - 7/31/10	\$228,163.50	\$9,650.96	Interim approval	Interim approval
September 29, 2010 <sup>37</sup>	8/1/10 - 8/31/10	\$171,565.00	\$8,993.38	Interim approval	Interim approval
September 30, 2010	April - June 2010	\$980,039.50	\$401,280.99	\$980,039.50 <sup>38</sup>	\$401,280.99
November 4, 2010 <sup>39</sup>	9/1/10 - 9/30/10	\$163,032.00	\$4,638.39	Interim approval	Interim approval
December 2, 2010	10/1/10 - 10/31/10	\$119,020.00	\$5,445.10	Interim approval	Interim approval
December 2, 2010	July - September 2010	\$562,760.50	\$23,282.73	\$562,760.50 <sup>40</sup>	\$17,430.32
January 11, 2011	11/1/10 - 11/30/10	\$200,476.00	\$4,718.66	Interim approval	Interim approval
February 11, 2011	12/1/10 - 12/31/10	\$448,838.50	\$11,444.53	Interim approval	Interim approval
March 15, 2011	1/1/11 - 1/31/11	\$440,760.00	\$11,592.81	\$352,608.00	\$11,592.81
March 21, 2011	October - December 2010	\$768,334.50	\$21,608.29	\$768,334.50 <sup>41</sup>	\$16,425.12
April 8, 2011	2/1/11 - 2/28/11	\$532,554.50	\$16,245.21	\$426,043.60	\$16,245.21
April 28, 2011	3/1/11 - 3/31/11	\$446,419.50	\$12,312.37	\$357,135.60	\$12,312.37
May 16, 2011	January - March 2011 <sup>42</sup>	\$1,419,734.00	\$40,150.39	Pending	Pending
June 7, 2011	4/1/11 - 4/30/11	\$559,396.50	\$19,819.98	\$447,517.20	\$19,819.98

<sup>35</sup> On May 24, 2010, K&E filed an *Amendment to Kirkland & Ellis LLP's March 2010 Fee Application as Bankruptcy Counsel to W. R. Grace & Co., et al., to Take Voluntary Reduction of Fees for Certain Time and Expenses Billed* [Docket No. 24830] (the "March 2010 Amendment"). The fees and expenses listed reflect the reductions noted in the March 2010 Amendment.

<sup>36</sup> The fees and expenses requested in the January-March, 2010, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 13, 2010.

<sup>37</sup> On October 1, 2010, K&E filed an *Amendment to Kirkland & Ellis LLP's August 2010 Fee Application as Bankruptcy Counsel to W. R. Grace & Co., et al.* [Docket No. 25545] (the "August 2010 Amendment"). The fees listed reflect the reduction noted in the August 2010 Amendment.

<sup>38</sup> The fees and expenses requested in the April-June, 2010, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 10, 2010.

<sup>39</sup> On November 19, 2010, K&E filed an *Amendment to Kirkland & Ellis LLP's September 2010 Fee Application as Bankruptcy Counsel to W. R. Grace & Co., et al.* [Docket No. 25789] (the "September 2010 Amendment"). The fees listed reflect the reduction noted in the September 2010 Amendment.

<sup>40</sup> The fees and expenses requested in the July-September, 2010, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 25, 2011.

<sup>41</sup> The fees and expenses requested in the October-December, 2010, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 30, 2011.

<sup>42</sup> The hearing for the *Fortieth Quarterly Interim Verified Application of Kirkland & Ellis LLP for Compensation for Services and Reimbursement of Expenses as Bankruptcy Counsel to W. R. Grace & Co., et al., for the Interim Period from January 1, 2011 Through March 31, 2011* is scheduled for September 26, 2011.

The K&E attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Deanna D. Boll	Partner	1998	Restructuring	\$775.00	168.40	\$130,510.00
Justin S. Brooks	Associate	2009	Litigation	\$535.00	118.90	\$63,611.50
John Donley	Partner	1985	Litigation	\$865.00	354.80	\$306,902.00
Susan Engel	Partner	2003	Litigation	\$680.00	45.40	\$30,872.00
Lisa G. Esayian	Partner	1991	Litigation	\$815.00	146.60	\$119,479.00
Jeffrey Gettleman	Partner	1974	Restructuring	\$730.00	60.30	\$44,019.00
Britt C. Grant	Associate	2008	Litigation	\$540.00	25.20	\$13,608.00
Christopher T. Greco	Associate	2007	Restructuring	\$590.00	0.90	\$531.00
Megan M. Kokontis	Associate	2010	Restructuring	\$410.00	19.60	\$8,036.00
Nate Kritzer	Associate	2009	Litigation	\$470.00	70.80	\$33,276.00
Christopher Landau, P.C.	Partner	1990	Litigation	\$995.00	4.80	\$4,776.00
Eric F. Leon	Partner	1994	Litigation	\$825.00	65.00	\$53,625.00
Tyler D. Mace	Partner	2003	Litigation	\$640.00	46.80	\$29,952.00
Todd F. Maynes, P.C.	Partner	1988	Taxation	\$995.00	1.40	\$1,393.00
Adam C. Paul	Partner	1997	Restructuring	\$795.00	235.00	\$186,825.00
Brian T. Stansbury	Partner	2002	Litigation	\$665.00	9.00	\$5,985.00
Brad Weiland	Associate	2008	Restructuring	\$540.00	7.30	\$3,942.00
<b>Totals for Attorneys</b>					<b>1,380.20</b>	<b>\$1,037,342.50</b>

The paraprofessionals of K&E who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Number of Years as a Paraprofessional		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Stephanie D. Frye	Conflicts Coordinator	9 Years	Administrative Services	\$230.00	4.90	\$1,127.00
Maria D. Gaytan	Legal Assistant	1 Year	Litigation	\$215.00	21.70	\$4,665.50
Meghan E. Guzaitis	Legal Assistant	10 Years	Litigation	\$280.00	4.80	\$1,344.00
Gayle M. Lodygowski	Case Assistant	21 Years	Intellectual Property	\$160.00	109.50	\$17,520.00
Kimberly K. Love	Legal Assistant	23 Years	Litigation	\$280.00	178.10	\$49,868.00
Maureen McCarthy	Legal Assistant	9 Years	Restructuring	\$260.00	6.70	\$1,742.00
Linda A. Scussel	Conflicts Specialist	6 Years	Administrative Services	\$250.00	5.30	\$1,325.00
Carrie Sroka	Legal Assistant	11 Months	Restructuring	\$230.00	7.00	\$1,610.00
Leslie Stubbs	Project Assistant	6 Months	Litigation	\$165.00	88.70	\$14,635.50
<b>Totals for Paraprofessionals</b>					<b>426.70</b>	<b>\$93,837.00</b>



**Compensation by Matter**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
20	Case Administration	29.80	\$6,082.00
32	Fee Applications, Applicant	8.60	\$3,224.50
35	Fee Applications Others	0.50	\$140.00
37	Plan and Disclosure Statement	1,765.70	\$1,119,809.00
41	Tax Issues	1.40	\$1,393.00
59	Lyondell Reclamation Claims	0.20	\$118.00
60	Delphi Preference Defense	0.70	\$413.00
<b>Total</b>		<b>1,806.90</b>	<b>\$1,131,179.50</b>

**Grand Total for Fees: \$1,131,179.50**

**Blended Rate: \$626.03**

**Expense Summary**

<b>Service Description</b>	<b>Amount</b>
Standard Copies or Prints	\$6,757.30
Overnight Delivery	\$59.42
Outside Messenger Services	\$377.30
Transportation to/from airport	\$227.91
Appearance Fees	\$395.00
Library Document Retrieval	\$25.00
Computer Database Research	\$4,853.03
<b>Total</b>	<b>\$12,694.96</b>

**WHEREFORE**, K&E respectfully requests (a) that an allowance be made to it, as fully described above, for (i) 80% of the amount of **\$1,131,179.50** for reasonable and necessary professional services K&E has rendered to the Debtors during the Fee Period (**\$904,943.60**) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by K&E during the Fee Period (**\$12,694.96**); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Dated: July 13, 2011

Respectfully submitted,

/s/ Adam C. Paul

Adam C. Paul  
John Donley  
Kirkland & Ellis LLP  
300 N. LaSalle Street  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
	)	
Debtors.	)	<b>Objection Deadline:</b> August 2, 2011, at 4:00 p.m.
	)	<b>Hearing Date:</b> TBD only if necessary

**FEE DETAIL FOR KIRKLAND & ELLIS LLP'S MONTHLY FEE APPLICATION  
FOR THE PERIOD FROM MAY 1, 2011 THROUGH MAY 31, 2011**

---

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company and H-G Coal Company.